



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 7031153

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

LONGHOUGHTON VILLAGE DEVELOPMENT TRUST

a company incorporated as private limited by guarantee; having its Registered Office situated in England and Wales; has changed its name to:

**LONGHOUGHTON COMMUNITY AND SPORTS
CENTRE TRUST**

Given at Companies House on **4th March 2017**.



Companies House



LONGHOUGHTON COMMUNITY AND SPORTS CENTRE TRUST

(Previously known as the Longhoughton Village Development Trust)

A Company Limited by Guarantee

Registered Company Number 07031153

Registered Charity Number 1133597

ARTICLES OF ASSOCIATION

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Name

- 1 The name of the company is “**Longhoughton Community and Sports Centre Trust**” (referred to in this document as “the Charity”).

Registered Office

- 2 The registered office of the Charity shall be situated in England and Wales.

Objects

- 3 The Charity’s objects are to promote the benefit of the inhabitants of Longhoughton and surrounding areas, in particular young and elderly persons, without distinction of sex, sexual orientation, race or of political religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and other leisure-time occupation with the objective of improving the conditions of life for the said inhabitants.

Members limited liability

- 4 The liability of members is limited.
- 5 Every member guarantees to contribute to the assets of the Charity, if the Charity is dissolved while he or she is a member or within one year afterwards, up to one pound towards the costs of dissolution and the liabilities incurred by the Charity while the guarantor was a member

Amendments

- 6 No additions, alterations or amendments shall be made to these Articles of Association except by Special Resolution duly passed in accordance with the Companies Acts. No additions, alterations or amendments shall be made to clauses 3,9,10,33 or to this clause without the prior written consent of the Charity Commission.

Interpretations

- 7 “The Act” means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

“The 2006 Act” means the Companies Act 2006.

“The Charity” means the company to which these Articles apply.

“The Board of Trustees” means all those persons appointed to perform the duties of directors of the Charity and “Trustee” means a director.

“The Commission” means the Charity Commission for England and Wales.

“Employee” means anyone holding a current contract of employment with the Charity.

“In writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visual form, including electronic transmission where appropriate.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Trustees Powers

- 8 In addition to any other powers it may have, the Charity has the following powers in order to further the above objects (but not for any other purpose):
- (a) to take over assets and activities of the unincorporated charity Longhoughton Community and Sports Centre Trust, registration charity number 1105081;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity;
 - (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006.
 - (e) to raise funds and to trade in direct furtherance of its objects, to sell donated goods, and otherwise to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the charity shall not undertake any substantial permanent trading activities in raising funds for the objects of the Charity;
 - (f) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage the land;
 - (g) to co-operate with other charities, voluntary bodies and statutory authorities to exchange information and advice with them;
 - (h) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (i) to acquire, merge with or to enter into any partnerships or joint venture arrangements with any other charity formed for any of the objects;
 - (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (k) to employ and remunerate such staff (not being trustees) as are necessary for carrying out the work of the Charity;
- (l) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
 In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and a charity;
- (n) to provide indemnity insurance to the Trustees of the Charity as permitted by section 73F of the Charities Act 1993;
- (o) to do all such other lawful things as are necessary for the achievement of the Objects.

Application of Income and Property

- 9 The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that:
 - (a) a Trustee is entitled to be reimbursed from the property of the Charity, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the Charity;
 - (b) a Trustee may benefit from trustees indemnity insurance cover purchased at the Charity's expense;
 - (c) a Trustee may receive a benefit from the Charity in the capacity of a beneficiary the Charity;
 - (d) a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 78.
- 10 None of the property or income of the Charity may be paid or transferred directly or indirectly by way of dividend, or otherwise whatsoever by way of profit to the members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, PROVIDED THAT nothing shall prevent any payment in good faith by the Charity:
 - (a) of interest on money lent by any member or Trustee of the Charity at a rate per annum not exceeding 2 per cent less than the base lending rate of the Charity's banker or 3 percent, whichever is the greater;

- (b) of reasonable and proper rent for premises demised or let by any member or Trustee of the Charity;
- (c) of fees, remuneration and other benefits in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the issued capital of such company;
- (d) of grants, loans, donations or any other kind of financial assistance to any group or organization which is a member of the Charity or is represented on the Board of Trustees, provided that any such assistance is exclusively in respect of charitable activities in the furtherance of the objects of the Charity;
- (e) of any payment previously and expressly approved in writing by the Charity Commission.

The Trustees Functions

- 11 The Trustees functions are:
- (a) to manage the Charity's business: and
 - (b) to exercise all the powers of the Charity for any purpose connected with the business.
- 12 The Trustees may delegate their functions in accordance with the Articles.
- 13 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely:
- (a) to expend the funds of the charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
 - (b) to enter into contracts on behalf of the Charity.
- 14 The Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the Articles of Association.
- 15 The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purpose of increasing their number, or summoning a General Meeting of the Charity, but for no other purpose.

Committees

- 16 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be

recorded in the minute book. The Trustees may subsequently revoke or alter a delegation.

- 17 The Trustees may impose conditions when delegating, and will always include the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
 - (c) the committee shall report regularly to the Trustees.

Meetings of the Board of Trustees

- 18 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Board of Trustees may be convened at any reasonable time by giving adequate notice to all Trustees.
- 19 The Chairman of the Board of Trustees shall preside at every meeting of Trustees at which he or she is present but, in the event of her or his absence ten minutes after the time for the commencement of the meeting, the Trustees present shall choose one of their number to Chair the meeting before any other business is transacted.
- 20 No meeting of Trustees shall proceed unless a quorum is present. A quorum shall be three Trustees.

Voting at Board Meetings

- 21 All questions shall be decided by a majority of votes of the Trustees present and voting. In the case of an equality of votes the Chairman of the meeting shall not have a second or casting vote and the resolution shall be lost.
- 22 A resolution in writing, signed by all the Trustees who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Trustees.

Conflict of Interest

- 23 A Trustee shall declare an interest in and shall not speak or vote in respect of any matter in which he or she has a personal material or financial interest or any matter arising from it.
- 24 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorized by virtue of any other provision in these Articles, the unconflicted Trustees may authorize such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
- (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorize the conflict of interest in the circumstances applying.

Appointment of Trustees

- 25 The Charity shall have a Board of Trustees comprising of 12 people elected from the membership at the Annual General Meeting.
- 26 At every Annual General Meeting, one third of the Trustees shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be the nearest one third. The Trustees to retire shall be those longest in office since their last election. Where there are Trustees who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot.
- 27 Where the number of Trustees appointed at an Annual General Meeting is less than 12, or where vacancies have arisen, the Trustees may co-opt Members to act as Trustees provided the number of Trustees does not rise above 12. The term of office of a Co-opted Trustee will be until the next AGM.
- 28 Under no circumstances shall any of the following serve as Trustees:
 - (a) persons aged less than 16 years;
 - (b) employees of the Charity;
 - (c) anyone who is an undischarged bankrupt or who is otherwise disqualified by law from serving as a company director;
 - (d) anyone who has an unspent conviction involving dishonesty or deception or who is otherwise disqualified by law from serving as a charity trustee.

Disqualification and removal of Trustees

- 29 The office of Trustee shall be immediately vacated if he or she:
 - (a) resigns his or her office in writing to the Charity; or
 - (b) having been elected as an individual member, ceases to be an individual member: or
 - (c) having been elected as a representative of a group member, ceases to be involved with the member organisation that nominated her or him; or
 - (d) is absent without good reason from all Trustees' meetings held within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
 - (e) is removed from office by ordinary resolution of the Charity in General Meeting in accordance with the Act; or
 - (f) becomes bankrupt or is in breach of any county court administration order; or
 - (g) is otherwise disqualified by law from serving as a director of a company.

Honorary Officers

- 30 At their first meeting following the Annual General Meeting each year, the Trustees shall elect from amongst themselves a Chairman, Vice Chairman and Treasurer, and

such officers as the Trustees may determine, who should hold office with immediate effect.

- 31 An Honorary Officer of the Charity may be removed from office by a majority of vote at a meeting of the Trustees provided that at least half of all Trustees vote for the Officer's removal. The vote shall be taken by secret ballot, and 21 days notice of the vote shall be given. The officer in question shall have the right to defend themselves verbally or in writing in advance of the vote.
- 32 The Trustees may appoint a Secretary of the Charity upon such conditions as they think fit; and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a Trustee.

Dissolution

- 33 If upon the winding up or dissolution of the Charity there remains-after the satisfaction of its debts and liabilities-any property whatsoever, the same shall be given or transferred to some other charitable institution or institutions having objects to the objects of the Charity (which may include local groups and organisations which are members of the Charity), such institution or institutions to be determined by the members of the Charity at or before the time of dissolution; and if that cannot be done, then to some other charitable objects with the approval of the Charity or other authority having jurisdiction under the Charities Act 1993 or other relevant legislation.

PART 3 MEMBERS

Membership

- 34 All residents within the Charity's area of benefit shall be admitted as "individual members" of the Charity if they:
- (a) submit an application in such form as the Trustees may require; and
 - (b) pay (or agree to pay) such annual subscription as may be in force.
- All individual members shall be eligible to attend and speak at General Meetings of the Charity, but only those of at least 18 years of age shall hold voting rights.
- 35 The Trustees may admit as "group members" voluntary and community organisations with an interest in the Charity's activities and area of benefit. An organisation may be admitted into membership at the discretion of the Trustees if it:
- (a) agrees to be bound by the Charity's Articles of Association;
 - (b) is judged by the Trustees to be a properly constituted organisation; and
 - (c) pays (or agrees to pay) such subscription as may be set from time to time by the Trustees.
- 36 Each organization that is a member shall appoint a representative who shall be entitled to exercise in the affairs of the Charity all such rights and powers as the member would exercise if it were an individual person. Member organisations shall advise the Charity in writing of the identity of their representative, and of any change in appointment.
- 37 The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member.

Cessation of Membership

- 38 A member shall cease to be a member if he, she or it:
- (a) resigns in writing to the Charity; or
 - (b) fails to pay any annual subscription three months after the date it became due:
or
 - (c) is expelled by the Trustees for conduct prejudicial to the Charity, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is made; or
 - (d) being an individual member, ceases to reside in the area of benefit; or
 - (e) being a group member, is wound up or goes into liquidation.

General Meetings

- 39 The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General meeting shall be held not more than fifteen months after the holding of the preceding Annual General Meeting. Provided the first Annual General Meeting shall

be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.

- 40 The business of the Annual General Meeting shall comprise:
- (a) the consideration of the Report and Accounts presented by the Trustees;
 - (b) the election of trustees;
 - (c) the appointment and fixing of remuneration of the auditor or auditors (if any);
 - (d) such other business as may have been specified in the notices calling the meeting.
- 41 The Trustees may whenever they think fit convene a General Meeting in addition to the Annual General Meeting, and a General Meeting shall be convened at the request of 10% of the members of the Charity.

Proceedings at General Meetings

- 42 No business shall be transacted at General Meetings unless a quorum is present. Unless and until otherwise decided by the members, there shall be a quorum when at least 12 persons who are eligible to speak and vote at a General Meeting are present.
- 43 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting (if convened upon the requisition of members) shall be dissolved. In any case it shall stand adjourned until such time and place as the Trustees may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- 44 The Chairman of the Board of Trustees shall preside at General Meetings. If he or she is not present ten minutes after the appointed time for the commencement of the meeting, the members present shall choose one of their number to be Chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 45 The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting at General Meetings

- 46 Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of at least three quarters of the votes that are cast;

- (b) All other decisions shall be passed by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
- 47 Only one vote may be cast by or on behalf of each member on any particular resolution.
- 48 Any person who is entitled to vote at a General Meeting may appoint some other person to act as proxy for him or her, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
- (a) to vote this way or that on any particular resolution, or
 - (b) permitted to vote in accordance with his or her own judgement.
- 49 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy.
- 50 If a written ballot is duly demanded it shall be taken in such a manner as the Chairman directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 51 In the case of equality of votes, whether on a show of hands or a ballot, the Chairman of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.

Notice of a General Meeting

- 52 Any General Meeting shall be called by at least fourteen clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed by at least 90 percent of those entitled to attend and vote.
- 53 Notice of any General Meeting shall be given in writing to every member of the Charity:
- (a) by posting to an address provided by the member for that purpose (or by leaving it at that address);
 - (b) by fax or by electronic communications (e-mail) to an address provided for that purpose; or
 - (c) by posting it on a web site, where the member has been notified of such posting in a manner agreed by that member.
- 54 Notice of General Meetings shall also be given or sent to the auditors, to all the Trustees and to any other persons who are entitled to receive notice.
- 55 Notice of all General Meetings shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a Resolution to remove a Trustee or the auditor, such resolutions shall be specified in the notices calling that meeting; and in the case of other General Meetings the general nature of the business to be raised shall be specified.

- 56 The notice of every General Meeting must advise members' representatives of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting.
- 57 Notice shall be considered to have been served 48 hours after being posted or sent by electronic means or via a website.
- 58 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Written Resolutions

- 59 Any decision that could be made at a General Meeting of the charity may be made by written resolution (other than a decision to remove a Trustee or auditor before the expiry of their term of office).
- 60 A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members may signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
- 61 The majorities required to pass a written resolution are as follows:
- (a) for an ordinary resolution, approval is required from a simple majority of the members eligible to vote;
 - (b) for a special resolution, approval is required from not less than 75% of the members eligible to vote.
- 62 The document indicating a member's approval of a written resolution may be sent to the company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- 63 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
- 64 A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.

Minutes

- 65 The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the Charity;
 - (c) written resolutions passed by the Charity;
 - (d) meetings of the Trustees and Committees of Trustees including:
 - (i) the names of the Trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.
- 66 Minutes of meetings shall be kept for a minimum of ten years.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Receipts and expenditure

- 67 The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Trustees in the name of the Charity at such bank as the Trustees shall from time to time decide. All instruments of expenditure above a certain limit set from time to time by the Trustees must be signed by at least two Trustees.
- 68 The funds belonging to the Charity shall be applied only in furthering its objects.

Accounts

- 69 The Trustees must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 70 The Trustees must keep accounting records as required by the 2006 Act.
- 71 The Trustees must send a copy of the annual accounts and report for each financial year to:
- (a) Every member of the Charity; and
 - (b) every person who is entitled to receive notice of General Meetings.
- 72 Copies need not be sent to a person for whom the Charity does not have a current address, nor to anyone who is not entitled to receive notice of General Meetings of the Charity.
- 73 The Charity's annual accounts and report shall be sent out to all members and others on or before the date on which it delivers its accounts and report to the Register of Companies.

Annual Report and Return and Register of Charities

- 74 The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of statements of account to the Commission;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- 75 The Trustees must notify the Commission promptly in any changes to the Charity's entry on the Central Register of Charities.

Audit

- 76 In accordance with the law for the time being in force the charity may-if it is eligible to do so-apply the small company audit exemptions. Otherwise once at least in every year the accounts of the charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 77 Auditors shall be appointed and their duties regulated in accordance with the 2006 Act.

Indemnity

- 78 The Charity may indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.